

BALL JANIK LLP
ATTORNEYS

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

RECORDATION NO. 8186-A FILED 1425

OCT 22 1996 11:20 AM

October 22, 1996

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Notice of Termination of Lease, a secondary document, dated as of October 21, 1996. The primary document to which this is connected is recorded under Recordation No. 8186. We request that this document be recorded under Recordation No. 8186-A

The name and address of the party to the Notice of Termination of Lease is:

Lessee:

Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec, Canada H3B 2M9

A description of the equipment covered by the Notice of Termination of Lease consists of five GP 40-2 3000 horsepower locomotives numbered CN 9559, 9563, 9535, 9546, and 9536.

A fee of \$22.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

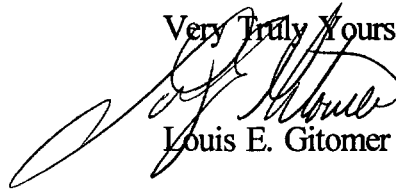
Counterparts - [Signature]

BALL JANIK LLP

Honorable Vernon A. Williams
October 22, 1996
Page 2

A short summary of the document to appear in the index follows: a Notice of Termination of Lease by Canadian National Railway Company, 935 de La Gauchetiere St. West, Montreal, Quebec, Canada H3B 2M9, covering five GP 40-2 3000 horsepower locomotives numbered CN 9559, 9563, 9535, 9546, and 9536.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read 'Louis E. Gitomer', is written over the typed name. The signature is fluid and cursive, with a large loop at the end.

Louis E. Gitomer

Enclosures

OCT 22 1996 11 20 AM

NOTICE OF TERMINATION OF LEASE

THIS NOTICE OF TERMINATION OF LEASE ("Notice of Termination") is made as of October 21, 1996 by the Canadian National Railway Company, as lessee ("Lessee").

WHEREAS, Lessee entered into a Lease Agreement dated as of December 17, 1975 ("Lease") with MacYoung Leasing Ltd., as original lessor ("Lessor") with respect to certain units of rail equipment, including, but not limited to, the lease thereunder of five (5) GP40-2 3000 horsepower locomotives as described in Schedule A attached hereto ("Units"), which was recorded at the Interstate Commerce Commission (now known as the Surface Transportation Board of the United States Department of Transportation) on January 19, 1976 under Recordation No. 8186; and

WHEREAS, Lessee desires to execute this Notice of Termination to evidence for the public record the termination of the Lease and of all the rights and obligations of Lessee with respect to the Units under the Lease.

NOW, THEREFORE, in consideration of the premises, Lessee does hereby acknowledge and confirm:

1. Notice of Termination of Lease. Lessee hereby declares for the public record that the Lease has been terminated and that all rights and obligations of the parties arising under the Lease with respect to all equipment, including the Units, have forever ceased.

IN WITNESS WHEREOF, Lessee has executed this Notice of Termination to be executed as of the date first above written.

CANADIAN NATIONAL RAILWAY COMPANY

Approved
as to form only
Attorney

By: John A. N. Lamont

Print Name: John A. N. Lamont

Title: Sr. Mgr. - Asset Finance

SCHEDULE A
TO THE NOTICE OF TERMINATION OF LEASE

The Units:

Reporting Mark & Number:

CN 9559

CN 9563

CN 9535

CN 9546

CN 9536

JK

Province of Quebec)
) S.S.
City of Montreal)

On this 21st day of October, 1996, before me personally appeared John A.N. Lament
to me personally known, who, being by me duly sworn, says that she/he is Sr. Mgr. Asses. Finance
of Canadian National Railway Company, and that she/he is duly authorized to sign the foregoing
instrument on behalf of Canadian National Railway Company and she/he acknowledged that the
execution of the foregoing instrument was the free act and deed of Canadian National Railway
Company.

YVAN ROY
COMMISSIONER FOR OATHS
COMMISSAIRE À L'ASSERMENTATION
TOUS LES DISTRICTS JUDICIAIRES DU QUÉBEC
EXPIRES JULY 26, 1999
NO. 126 531

Yvan Roy
Commissioner of Oath

My commission expires: July 26, 1999